

FILED  
In the Office of the  
Secretary of State of Texas

DEC 15 2000

Corporations Section

ARTICLES OF MERGER  
OF  
ADVANCED RAILROAD SPECIALTIES, INC.,  
ALPHA-KEYSTONE ENGINEERING, INC.,  
COMTRAK CONSTRUCTION, INC.,  
CONDON BROTHERS, INC.,  
EARL CAMPBELL CONSTRUCTION COMPANY, INC.,  
KENNEDY RAILROAD BUILDERS, INC.,  
MIDWEST RAILROAD CONSTRUCTION & MAINTENANCE  
COMPANY OF WYOMING, INC.,  
AND  
RAILCORP, INC.  
WITH AND INTO  
RAILWORKS TRACK SYSTEMS, INC.

To the Secretary of State  
State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporations herein named do hereby adopt the following articles of merger for the purpose of merging the domestic corporation and certain foreign corporations with and into the specified foreign corporation.

1. The names of the constituent corporations are:

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| Advanced Railroad Specialties, Inc.                                  | - incorporated in the State of Louisiana on Oct. 22, 1997;           |
| Alpha-Keystone Engineering, Inc.                                     | - incorporated in the Commonwealth of Pennsylvania on Feb. 22, 1996; |
| Comtrak Construction, Inc.   | - incorporated in the State of Georgia on May 3, 1990;               |
| Condon Brothers, Inc.  | - incorporated in the State of Washington on April 25, 1984;         |
| <b>Earl Campbell Construction Company, Inc.</b>                      | - <b>incorporated in the State of Texas on Sept. 30, 1981;</b>       |
| Kennedy Railroad Builders, Inc.                                      | - incorporated in the Commonwealth of Pennsylvania on Feb. 27, 1967; |
| Midwest Railroad Construction & Maintenance Company of Wyoming, Inc. | - incorporated in the State of Wyoming on Aug. 22, 1988;             |
| Railcorp, Inc.   | - incorporated in the State of Ohio on March 10, 1987.               |

The foregoing corporations are hereinafter referred to as the "Merging Corporations."

RailWorks Track Systems, Inc. - incorporated in the State of Nevada on Feb 25, 1985.

The surviving corporation will be responsible for the payment of all fees and franchise taxes required by law, and the surviving corporation will

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obligated to pay such fees and franchise taxes if the same are not timely paid.

The foregoing corporation is hereinafter referred to as the "Surviving Corporation."

2. Annexed hereto and made a part hereof is the Plan of Merger for merging the Merging Corporations with and into the Surviving Corporation as approved by the directors and the shareholders of the said constituent corporations.

3. The number of shares of Earl Campbell Construction Company, Inc. which were outstanding at the time of the approval of the Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is 29,484, all of which are of one class.

4. The approval of the Plan of Merger by the shareholders of Earl Campbell Construction Company, Inc. was by written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given.

5. The approval of the Plan of Merger was duly authorized by all action required by the laws under which the Surviving Corporation and the other Merging Corporations were incorporated and by their constituent documents.

6. RailWorks Track Systems, Inc. will continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Nevada and will be governed by said laws.

7. The merger herein provided for shall be effective in the State of Texas at 11:59 p.m. on December 31, 2000.

Executed on November 16, 2000

Earl Campbell Construction Company, Inc.

By: Michael P. Rivera  
Michael P. Rivera, Assistant Secretary

RailWorks Track Systems, Inc.

By: Michael P. Rivera  
Michael P. Rivera, Assistant Secretary

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## PLAN OF MERGER

adopted for

ADVANCED RAILROAD SPECIALTIES, INC., a business corporation organized under the laws of the State of Louisiana ;  
ALPHA-KEYSTONE ENGINEERING, INC., a business corporation organized under the laws of the Commonwealth of Pennsylvania;  
COMTRAK CONSTRUCTION, INC., a business corporation organized under the laws of the State of Georgia;  
CONDON BROTHERS, INC., a business corporation organized under the laws of the State of Washington;  
EARL CAMPBELL CONSTRUCTION COMPANY, INC., a business corporation organized under the laws of the State of Texas;  
KENNEDY RAILROAD BUILDERS, INC., a business corporation organized under the laws of the Commonwealth of Pennsylvania;  
MIDWEST RAILROAD CONSTRUCTION & MAINTENANCE COMPANY OF WYOMING, INC., a business corporation organized under the laws of the State of Wyoming;  
RAILCORP, INC., a business corporation organized under the laws of the State of Ohio; and  
RAILWORKS TRACK SYSTEMS, INC., a business corporation organized under the laws of the State of Nevada,

by resolutions of their respective Boards of Directors on November 1, 2000. The names of the corporations planning to merge are the names of the corporations set forth above and are hereinafter referred to as the "Merging Corporations." The name of the surviving corporation into which the Merging Corporations plan to merge is RailWorks Track Systems, Inc. (hereinafter referred to as the "Surviving Corporation."

1. (a) The address of each of the Merging Corporations and of the Surviving Corporation, their respective places of organization and governing laws are set forth below:

Merging Corporation	Address	Place of Incorporation	Governing Law
Advanced Railroad Specialties, Inc.	37300 Manchac Lane Prairieville, LA 70769	Louisiana	Louisiana Business Corporation Law
Alpha-Keystone Engineering, Inc.	5 West Main St. Shiremanstown, PA 17011	Pennsylvania	Pennsylvania Business Corporation Law
Comtrak Construction, Inc.	6760 Highway 9N Alpharetta, GA 30004	Georgia	Georgia Business Corporation Code
Condon Brothers, Inc.	2526 S. Hayford Rd. Spokane, WA 99224	Washington	Washington Business Corporation Act





7. The merger of the Merging Corporations with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdictions of organization of the Merging Corporations, and the Plan of Merger herein made and approved shall be submitted to the stockholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Nevada Revised Statutes.

8. In the event that the merger of the Merging Corporations with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdictions of organization of the Merging Corporations, and in the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Nevada Revised Statutes, the Merging Corporations and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of organization of each of the Merging Corporations and of the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the Merging Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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